

11220-B
11221-B

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September 24, 1981

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MONA L. LIPP
J. ANDREW RAHL, JR.
RONALD B. RISDON
MICHAEL W. STAMM

RECORDATION NO. 11221-B
FILE 1423

SEP 25 1981-2 22 PM

RECORDATION NO. 11220-B
FILE 1423

SEP 25 1981-2 22 PM

INTERSTATE COMMERCE COMMISSION

1-268A111

INTERSTATE COMMERCE COMMISSION
Office of the Secretary
Recordation Office
Interstate Commerce Commission
12th & Constitution Avenue, N.W.
Washington, D.C. 20423

No.
SEP 25 1981
Date.....

Fee \$20.00

ICC Washington, D. C.

Re: Recordation and Filing of Documents
Pertaining to Prior Recordation Nos.
11220 and 11221

Dear Sirs:

In accordance with the provisions of Section 11303 of the revised Interstate Commerce Act, 49 U.S.C. Section 11303, and Part 1116 of Title 49 of the Code of Federal Regulations, we request the enclosed documents be recorded and filed by the Interstate Commerce Commission (the "Commission").

Enclosed herewith are three originals of the documents listed below. We request that one original of each document be recorded and filed in the order listed below and that the additional originals be stamped by your office and returned to us.

- (1) Second Lease Amendment, dated January 22, 1981, to Lease of Railroad Equipment, dated as of December 18, 1979, between Emons Industries, Inc., as lessee, and The Connecticut Bank and Trust Company, as lessor in its capacity as trustee under the Trust Agreement referred to in such Lease (the "Trustee") (which Lease was recorded by the Commission on December 20, 1979, Recordation No. 11220).

11220-B

SEP 25 2 22 PM 1981

C.T. Koppeler
C. Dunlap

11221-B (2) Second Security Agreement Amendment, dated January 22, 1981, to Security Agreement, dated as of December 18, 1979, between Citicorp Industrial Credit, Inc., and the Trustee (which Security Agreement was recorded by the Commission on December 20, 1979, Recordation No. 11221).

Please assign Recordation Number 11220B to the document numbered 1 above and Recordation Number 11221B to the document numbered 2 above. A check in the amount of \$20.00 has been enclosed with this letter of transmittal to cover the recordation fee. Please stamp and return the enclosed copy of this letter of transmittal.

If there are any questions with respect to the enclosed or the transactions described therein, please telephone Michael W. Stamm of this office.

Very truly yours,



SLADE PELLMAN & BIEHL

MWS:dd
Enclosure

cc: Theodore Bajo, Esq.
Thomas R. Wildman, Esq.
Russell DaSilva, Esq.
Mr. Joseph S. Maltese

Interstate Commerce Commission
Washington, D.C. 20423

9/25/81

OFFICE OF THE SECRETARY

Slade Pellman & Biehl
850 Third Avenue
New York, N.Y. 10022

Dear

Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 9/25/81 at 2:20pm, and assigned re-
recording number(s).

11220-B & 11221-B

Sincerely yours,

James H. Payne
Acting Secretary

Enclosure(s)

SECOND LEASE AMENDMENT

SEP 25 1981 3 22 PM

INTERSTATE COMMERCE COMMISSION

SECOND LEASE AMENDMENT dated January 22, 1981 between THE CONNECTICUT BANK AND TRUST COMPANY, as trustee under the Trust Agreement dated as of December 18, 1979 (together with its successors in such capacity, the "Lessor") and EMONS INDUSTRIES, INC. (the "Lessee").

The Lessor and the Lessee are parties to a certain Lease of Railroad Equipment dated as of December 18, 1979 (the "Lease"), which Lease was filed with the Interstate Commerce Commission on December 20, 1979 under Recordation Number 11220.. The Lease has heretofore been amended by First Lease Amendment dated as of December 18, 1979 which was filed with the Interstate Commerce Commission on January 24, 1980 under Recordation Number 11220-A. Lessor and Lessee now desire to further amend a certain schedule to the Lease as heretofore amended. Both parties hereto are willing to do so upon the terms and conditions hereof. Accordingly, the parties hereto agree as follows:

§1. Amendments. Schedule A to the Lease, as amended, is amended by changing the serial numbers of 30 boxcars as provided on Schedule I annexed hereto.

§2. Continuation. Except as amended as provided in §1 hereof, the Lease remains in full force and effect.

§3. Counterparts. This Amendment may be executed in any number of counterparts all of which taken together constitute one and the same amendatory instrument and any of the parties hereto may execute this Amendment by signing any such counterparts.

§4. Governing Law. This Amendment shall be governed by and construed in accordance with the law of the State of New York.

IN WITNESS WHEREOF the parties hereto have caused this instrument to be executed in their respective corporate names by officers thereunto duly authorized, and their respective

corporate seals to be affixed and duly attested, all as of the date first above written.

THE CONNECTICUT BANK AND TRUST COMPANY,
as Trustee under the Trust Agreement

[Corporate Seal]
Attest:

Title:

By

Title:

EMONS INDUSTRIES, INC.

By

Title:

[Corporate Seal]
Attest:

Title:

STATE OF Connecticut
COUNTY OF Hartford ; SS.:

On this 30th day of July, 1981, before me personally appeared Donald E. Smith to me personally known, who, being by me duly sworn, says that he is an ASS't Vice President of The Connecticut Bank and Trust Company, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Carol Lee Shattuck
Notary Public

CAROL LEE SHATTUCK
NOTARY PUBLIC
MY COMMISSION EXPIRES MARCH 31, 1985

STATE OF PA)
: SS.:
COUNTY OF YORK)

On this 22nd day of January, 1981, before me personally appeared Joseph S. Maltese to me personally known, who, being by me duly sworn, says that he is a Vice President of Emons Industries, Inc., that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Ledye Howatowski
Notary Public
MY COMMISSION EXPIRES
JANUARY 31, 1981
YORK, YORK COUNTY, PA.

SCHEDULE I

Change of serial numbers for 30 boxcars

Old Serial Number

New Serial Number

MPA 7827	MPA 37827
MPA 7830	MPA 37830
MPA 7831	MPA 37831
MPA 7834	MPA 37834
MPA 7835	MPA 37835
MPA 7836	MPA 37836
MPA 7838	MPA 37838
MPA 7840	MPA 37840
MPA 7842	MPA 37842
MPA 7843	MPA 37843
MPA 7844	MPA 37844
MPA 7845	MPA 37845
MPA 7846	MPA 37846
MPA 7847	MPA 37847
MPA 7848	MPA 37848
MPA 7849	MPA 37849
MPA 7850	MPA 37850
MPA 7876	MPA 37876
MPA 7878	MPA 37878
MPA 7879	MPA 37879
MPA 7880	MPA 37880
MPA 7881	MPA 37881
MPA 7882	MPA 37882
MPA 7887	MPA 37887
MPA 7889	MPA 37889
MPA 7892	MPA 37892
MPA 7893	MPA 37893
MPA 7895	MPA 37895
MPA 7896	MPA 37896
MPA 7898	MPA 37898

[Form of Certificate of Acceptance]

To: The Connecticut Bank and Trust Company
 (the "Trustee")

From: Emons Industries, Inc. (the "Lessee")

The undersigned, the duly authorized representative of the Lessee, does hereby certify that:

Under authority of the Lessee, I have, on the date hereof (the "Acceptance Date" for such Units) received delivery of, and inspected and accepted delivery of, the following described units of railroad equipment (the "Units") as conforming in all respects to the specifications, requirements and standards of the related Purchase Orders and the Lease of Railroad Equipment dated as of December 18, 1979 (the "Lease") between the Trustee and the Lessee:

<u>Quantity</u>	<u>Description</u>	<u>Serial Numbers</u>
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I also certify that there was plainly, distinctly, permanently and conspicuously marked on each side of each Unit, at the time of its acceptance, in letters not less